

14 WALL STREET, NEW YORK, N. Y. 10005
(212) 732-1040; TELEX: 126201

280 PARK AVENUE, NEW YORK, N. Y. 10017
(212) 732-1040; TELEX: 126697

125 WORTH AVENUE, PALM BEACH, FLORIDA 33480
(305) 833-1040

WHITE & CASE
1747 PENNSYLVANIA AVENUE, N. W.
WASHINGTON, D. C. 20006
(202) 872-0013
TELEX: 89543

20 PLACE VENDÔME, 75001 PARIS, FRANCE
(1) 260. 34. 05; TELEX: 220242

66 GRESHAM ST, LONDON EC2V 7LB, ENGLAND
(01) 600-6691; TELEX: 884757

AVENUE LOUISE 89, 1050 BRUSSELS, BELGIUM
(02) 538. 00. 70; TELEX: 23100

2 ICE HOUSE STREET, HONG KONG
5-253081; TELEX: 63604

TLH:CMS

RECORDATION NO. 10802-D Filed 1425

JUL 8 1980 - 4 15 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

July 8, 1980

0-190A018

JUL 8 1980

Date 10.00

Fee 10.00
CC Washington, D. C.

RECEIVED
JUL 8 4 13 PM 1980
I.C.C.
FEE OPERATION

Pursuant to 49 U.S.C. §11303(a), I enclose for filing and recordation counterparts of the following document:

Amendment Agreement dated as of April 1, 1980, among United States Trust Company of New York, as Trustee under an Amended and Restated Trust Agreement dated as of August 1, 1979 (the "Trust Agreement"), Consolidated Rail Corporation, as Lessee, Mercantile-Safe Deposit and Trust Company, as Agent-Assignee, and Whitehead & Kales Company, as Builder, relating to a Conditional Sale Agreement, CSA Assignment, Lease, and Lease Assignment filed with the Commission on September 7, 1979 at 3:35 p.m. and assigned recordation numbers 10802, 10802-A, 10802-B and 10802-C, respectively.

The names and addresses of the parties to the aforementioned Amendment Agreement are as follows:

Trustee-Lessor

United States Trust Company of New York
130 John Street
New York, N.Y. 10038

Attention: Corporate Trust and Agency Division

Lessee:

Consolidated Rail Corporation
1310 Six Penn Center Plaza
Philadelphia, Pa. 19104

Attention: Vice President and Treasurer

David H Good
Consolidated Rail Corporation

Intersate Commerce Commission
July 8, 1980

2

Agent-Assignee:

Mercantile-Safe Deposit and Trust Company
P.O. Box 2258
Baltimore, Md. 21203

Attention: Corporate Trust Department

Builder:

Whitehead & Kales Company
58 Haltiner Street
Detroit, Michigan 48218

Enclosed is our check for \$10.00 in payment of the required recordation fee. Please accept one counterpart of the enclosed agreement for your files, and stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



Thomas L. Higginson, Jr.

As Agent for the Beneficiaries
under the Trust Agreement

Enclosures

RECORDATION NO. 10802-2 Filed 1423

JUL 8 1980 -4 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of April 1, 1980, among UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Lessor") under an Amended and Restated Trust Agreement dated as of August 1, 1979 (the "Trust Agreement") with CUIIC Investors Co. #10, AEIC Investors Co. #10, EFIC Investors Co. #10, NACA Investors Co. #10 and Beneficial Leasing Group No. 10, Inc. (the "Beneficiaries"), CONSOLIDATED RAIL CORPORATION (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Assignee") and WHITEHEAD & KALES COMPANY (the "Builder").

WHEREAS, the Lessor and the Builder have entered into a Conditional Sale Agreement dated as of August 1, 1979 (the "CSA");

WHEREAS, the Builder and the Assignee have entered into an Agreement and Assignment dated as of August 1, 1979 (the "CSA Assignment");

WHEREAS, the Lessor and the Lessee have entered into a Lease of Railroad Equipment dated as of August 1, 1979 (the "Lease");

WHEREAS, the Lessor and the Assignee have entered into an Assignment of Lease and Agreement dated as of August 1, 1979 (the "Lease Assignment");

WHEREAS, the CSA, the CSA Assignment, the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on September 7, 1979 at 3:35 p.m. and were assigned recordation numbers 10802, 10802-A, 10802-B and 10802-C, respectively;

2. The Lessor, the Lessee and the Builder hereby confirm their agreement that the Maximum Purchase Price specified in the CSA be increased to \$9,440,661.02.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid amendment to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and deposited in accordance with the provisions of §15 of the Lease.

5. Except as amended hereby, the CSA, the Lease, the CSA Assignment and the Lease Assignment shall remain in full force and effect.

6. The Lessee hereby confirms its agreement set forth in Paragraph 12 of the Participation Agreement (as defined in the Lease) to pay all costs and fees in connection with the preparation, execution, delivery, recording and filing of, and the giving of public notice or publication with respect to, this Amendment Agreement, including the reasonable fees, expenses and disbursements of Messrs. Cravath, Swaine & Moore as special counsel for the Assignee and the Investors (as defined in the Participation Agreement), of Messrs. White & Case as special counsel for the Beneficiaries and of Messrs. Morgan, Lewis & Bockius as special counsel for the Lessor.

7. The terms of this Amendment Agreement and all the rights and obligations hereunder shall be governed by the laws of the State of New York.

8. This Amendment Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall sign one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee

[Corporate Seal]

Louis P. Young

By Thomas B. Zehner

CONSOLIDATED RAIL CORPORATION

[Corporate Seal]

By _____

7. The terms of this Amendment Agreement and all the rights and obligations hereunder shall be governed by the laws of the State of New York.

8. This Amendment Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall sign one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee

[Corporate Seal]

By _____

[Corporate Seal]

ATTEST:

T. P. DeSantis

ASSISTANT SECRETARY

CONSOLIDATED RAIL CORPORATION

By

J. W. B.

Vice President & Treasurer

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Agent

[Corporate Seal]

FH Gilbert
CORPORATE TRUST OFFICER

[Corporate Seal]

By 
ASSISTANT VICE PRESIDENT

WHITEHEAD & KALES COMPANY

By _____

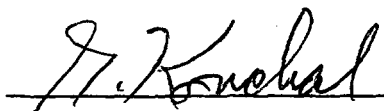
MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Agent

[Corporate Seal]

By _____

WHITEHEAD & KALES COMPANY

[Corporate Seal]



G. Konchal, Treasurer

By  _____

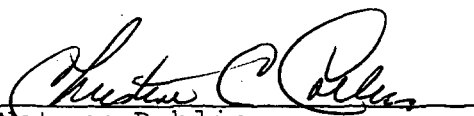
John Perry
Vice President-Corporate Development

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this 30 day of Jan 1980, before me personally appeared Thomas B. Zakrzewski, to me personally known, who, being by me duly sworn, says that he is an Asst Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

[Notarial Seal]

My Commission expires


 Notary Public
 CHRISTINE C. COLLINS
 Notary Public, State of New York
 No. 31-4624735
 Qualified in New York County
 Certificate filed in New York County
 Commission Expires March 30, 1982

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
 COUNTY OF PHILADELPHIA)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of CONSOLIDATED RAIL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this day of 1980, before me
 personally appeared , to me personally
 known, who, being by me duly sworn, says that he is an
 of UNITED STATES TRUST COMPANY OF
 NEW YORK, that one of the seals affixed to the foregoing
 instrument is the corporate seal of said Company, that said
 instrument was signed and sealed on behalf of said Company
 by authority of its Board of Directors, and he acknowledged
 that the execution of the foregoing instrument was the free
 act and deed of said Company.

 Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
 COUNTY OF PHILADELPHIA)

On this 12th day of June 1980, before me
 personally appeared H. W. Brown, to me personally
 known, who, being by me duly sworn, says that he is a
~~Vice President & Treasurer~~ of CONSOLIDATED RAIL CORPORATION,
 that one of the seals affixed to the foregoing instrument
 is the corporate seal of said Corporation, that said instru-
 ment was signed and sealed on behalf of said Corporation by
 authority of its Board of Directors, and he acknowledged
 that the execution of the foregoing instrument was the free
 act and deed of said Corporation.

Alfonso J. DiGregorio
 Notary Public

ALFONSO J. DIGREGORIO

Notary Public, Philadelphia, Philadelphia Co.

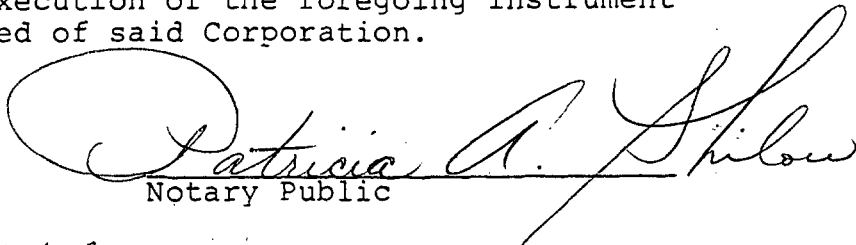
My Commission Expires August 7, 1980

[Notarial Seal]

My Commission expires

STATE OF MARYLAND)
) ss.:
 CITY OF BALTIMORE)

On this *30th* day of *June*, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an ASSISTANT VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


 Notary Public

[Notarial Seal]

My Commission expires *7-1-82*

STATE OF MICHIGAN)
) ss.:
 COUNTY OF WAYNE)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of WHITEHEAD & KALES COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission expires

